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INDIA

United Spirits Limited

Registered Office:

'UB Tower'

#24, Vittal Mallya Road,

Bengaluru – 560 001

Tel: +91 80 2221 0705

Fax: +91 80 3985 6862

www.diageoindia.com

3rd June 2020

BSE Limited
Listing Department
Dalal Street,
Mumbai 400 001
Scrip Code: 532432

National Stock Exchange of India Ltd
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex,
Bandra East, Mumbai- 400051
Scrip Code: MCDOWELL-N

Dear Sirs,

Sub: Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019

In accordance with captioned regulations, we enclose herewith the Annual Secretarial Compliance Report received from the practicing Company Secretary for the year ended March 31, 2020.

We request you to take the above on record.

Thank you,

For United Spirits Limited

Mital Sanghvi
Company Secretary





Sudhir V Hulyalkar
Company Secretary

SECRETARIAL COMPLIANCE REPORT OF UNITED SPIRITS LIMITED (CIN: L01551KA1999PLC024991) FOR THE YEAR ENDED MARCH 31, 2020.

I Sudhir V Hulyalkar, Company Secretary in practice have examined:

- (a) all the documents and records made available to us and explanation provided by **United Spirits Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) Relevant Forms and attachments as filed with the Registrar of Companies and other authorities of Ministry of Corporate Affairs

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (No instances for compliance requirements during the year);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (No instances for compliance requirements during the year);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (No instances for compliance requirements during the year);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (No instances for compliance requirements during the year);

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Sudhir Vishnupant Hulyalkar
Company Secretaries

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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (No instances for compliance requirements during the year)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (No instances for compliance requirements during the year);
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder including para 6(A) and 6(B) of the Circular of the Securities and Exchange Board of India, CIR/CFD/CMD1/114/2019 dated October 18, 2019 by modifying the Engagement Letter with the Statutory Auditors made earlier on July 29, 2019 by including these conditions in it through a supplemental dated January 22, 2020.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) Since there were no observations in previous year report the listed entity was not required to take any action of compliance on observations of previous reports.

Place: Bangalore
Date: 27/05/2020



SUDHIR VISHNUPANT HULYALKAR
Company Secretary in Practice
FCS No.: 6040C. P. No. : 6137
UDIN:F006040B000285110